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Law Offices of

Bermúdez & Haralson
a Partnership of
Professional Associations **& Tomé LLP**

Juan Carlos Bermúdez, Esq.

Paul Haralson, Esq.

Jay R. Tomé, Esq.

December 16, 2004

VIA U.S. MAIL

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Doral Business Council, Inc.
Document #: N-04-000000-899

To Whom It May Concern:

The enclosed Articles of Amendment and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Jay R. Tome, Esquire
Bermudez, Haralson & Tome, LLP
Doral Center
8300 N.W. 53rd Street
Suite 300
Miami, Florida 33166

Also enclosed is a check for the amount of \$43.75, which covers filing fee and certified copy.

For further information concerning this matter, please call Jennifer Reyes at (305) 639-2400.

Very truly yours,



Jay R. Tome, Esquire

JRT/jr
Enclosures

Doral Center

8300 N.W. 53rd Street • Suite 300 • Miami, Florida 33166 • Phone: (305) 639-2400 • Fax: (305) 639-2499

ARTICLES of AMENDMENT
to
ARTICLES of INCORPORATION
of
DORAL BUSINESS COUNCIL, INC.

N-04-000000-899
(Document number of corporation)

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of the section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

Amendments Adopted- (other than name change)

1. Article II titled "Principal Office and mailing address" is amended to reflect that the principal office and mailing address of the Corporation is: 2305 N.W. 107th Avenue, Suite 100, Doral, Florida 33172.

2. Article III, titled "Purposes" is deleted in its entirety, and in its place the following new Article III is inserted:

Article III – Purposes:

The purpose for which the Corporation is formed and the business and the objects to be carried on and promoted by it are as follows:

- A. The Corporation is incorporated as a not for profit corporation, organized exclusively to promote and improve the common public economic and business interests of the community of Doral, Florida, pursuant to Florida Statutes 617 et seq., and within the scope of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, including Regulations issued pursuant thereto as they now exist or as they may hereafter be amended. The purposes for organizing the Corporation are to perform activities within the meaning of Internal Revenue Code Section 501(c)(6), and to operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws and to engage in any lawful acts or activity and to do all things necessary, convenient, or expedient to further the general purpose of the corporation either alone or in association with other corporations, firms, associations or individuals.
- B. The specific purpose for which the Corporation is organized is to promote and improve the common economic and public business interests of the community of Doral, Florida, by acting as a community leader for the improvement of the

economy of Doral, Florida, and to provide community leadership to improve all segments of the area economy, provide and maintain suitable facilities for the conduct of its business, establish, maintain, acquire, preserve and disseminate valuable business information and generally promote the interest of trade and increase the ease of commercial transactions in the City of Doral and surrounding trade territory. Furthermore, this corporation is organized exclusively for the improvement of business conditions purposes, within the meaning of section 501(c)(6) of the Internal Revenue Code (or corresponding section of any future federal tax code).

for services rendered and to make payments and distributions in furtherance of
Section 501(c)(6) purposes.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- C. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- D. In furtherance of these purposes the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations.

3. Article V, titled "Earnings and Activities of Corporation" is deleted in its entirety, and in its place the following new Article V titled "Earnings and Activities of Corporation" is inserted:

ARTICLE V -Earnings & Activities of Corporation

The Corporation may not pay dividends or other corporate income to its members, directors, or officers, or otherwise accrue distributable profits, or permit the realization of private gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation. The Corporation may not take any action prohibited by the Florida Non-Profit Corporation Act. The Corporation may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Articles. The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(6) and related regulations, rulings and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving

tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one clearly incidental to an overriding public interest.
3. Devote a substantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Such assets may also be distributed to the Federal Government, or to a State or Local Government for public use. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to such organizations described in Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, as the court shall determine, which are organized and operated exclusively for such purposes.

4. Article XI titled "Dedication of Assets" is deleted in its entirety as the same was originally included in the Articles without any text.

The date of adoption of the preceding amendment(s) was: December 15, 2004.

Effective date: December 15, 2004.

Adoption of Amendment(s): There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors, upon unanimous vote at a regular meeting of the Board of Directors.

Signed this 15th day of December, 2004.

Signature Barbara L. Romani-Chance

Barbara Romani, Chair of Board of Directors